



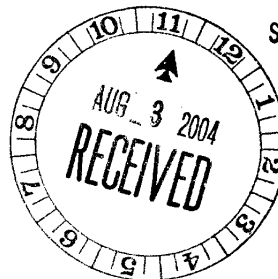
CORPORATION SERVICE COMPANY

RECORDATION NO. 25116 FILED

AUG 03 '04

2-50 PM

SURFACE TRANSPORTATION BOARD



August 2, 2004

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RE: 125492-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 27, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **UNIMIN CORPORATION**  
258 Elm Street New Canaan, CT 06840

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **UNIMIN CORPORATION**, covering 50 rail cars with reporting marks and numbers: CEFX82541-CEFX84221 - NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 27<sup>th</sup> day of May, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and UNIMIN CORPORATION, a Delaware corporation, with an address at 258 Elm Street, New Canaan, CT 06840 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 5/27/04 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph T. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

UNIMIN CORPORATION

By: Louis R. Mastandrea  
Name: Louis R. Mastandrea  
Title: Vice President/Distribution

## Schedule A

Number of Cars		Equipment Description
50		3,256 C.F. covered hopper car with gravity gates and round hatches
1	CEFX	82541
2	CEFX	82542
3	CEFX	82545
4	CEFX	82744
5	CEFX	82746
6	CEFX	82763
7	CEFX	82773
8	CEFX	82805
9	CEFX	82806
10	CEFX	82809
11	CEFX	82810
12	CEFX	83830
13	CEFX	83831
14	CEFX	84145
15	CEFX	84159
16	CEFX	84167
17	CEFX	84169
18	CEFX	84170
19	CEFX	84171
20	CEFX	84174
21	CEFX	84178
22	CEFX	84181
23	CEFX	84182
24	CEFX	84183
25	CEFX	84184
26	CEFX	84185
27	CEFX	84186
28	CEFX	84187
29	CEFX	84188
30	CEFX	84189
31	CEFX	84191
32	CEFX	84192
33	CEFX	84193
34	CEFX	84194
35	CEFX	84195
36	CEFX	84196
37	CEFX	84197
38	CEFX	84200
39	CEFX	84201
40	CEFX	84204
41	CEFX	84205
42	CEFX	84206
43	CEFX	84207
44	CEFX	84208
45	CEFX	84210
46	CEFX	84211
47	CEFX	84212
48	CEFX	84215
49	CEFX	84219
50	CEFX	84221